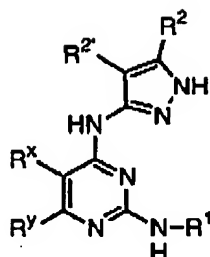


Listing of Claims:

Please cancel claims 29, 32, 33, 35, 37, and 39.

Please amend claim 18.

1. (original) A compound of formula IIc:



IIc

or a pharmaceutically acceptable derivative or prodrug thereof, wherein;

R^x and R^y are taken together with their intervening atoms to form a fused, unsaturated or partially unsaturated, 5-7 membered ring having 0-3 ring heteroatoms selected from oxygen, sulfur, or nitrogen, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by oxo, $T-R^3$, or $L-Z-R^3$, and any substitutable nitrogen on said ring formed by R^x and R^y is substituted by R^4 ;

R^1 is T-(Ring D);

Ring D is a 5-7 membered monocyclic ring or 8-10 membered bicyclic ring selected from aryl, heteroaryl, heterocyclyl or carbocyclyl, said heteroaryl or heterocyclyl ring having 1-4 ring heteroatoms selected from nitrogen, oxygen or sulfur, wherein Ring D is substituted at any substitutable ring carbon by oxo, $T-R^5$, or $V-Z-R^5$, and at any substitutable ring nitrogen by $-R^4$;

T is a valence bond or a C_{1-4} alkylidene chain;

Z is a C_{1-4} alkylidene chain;

L is $-O-$, $-S-$, $-SO-$, $-SO_2-$, $-N(R^6)SO_2-$, $-SO_2N(R^6)-$, $-N(R^6)-$, $-CO-$, $-CO_2-$, $-N(R^6)CO-$, $-N(R^6)C(O)O-$, $-N(R^6)CON(R^6)-$, $-N(R^6)SO_2N(R^6)-$, $-N(R^6)N(R^6)-$, $-C(O)N(R^6)-$, -

OC(O)N(R⁶)-, -C(R⁶)₂O-, -C(R⁶)₂S-, -C(R⁶)₂SO-, -C(R⁶)₂SO₂-, -C(R⁶)₂SO₂N(R⁶)-, -
C(R⁶)₂N(R⁶)-, -C(R⁶)₂N(R⁶)C(O)-, -C(R⁶)₂N(R⁶)C(O)O-, -C(R⁶)=NN(R⁶)-, -C(R⁶)=N-O-,
-C(R⁶)₂N(R⁶)N(R⁶)-, -C(R⁶)₂N(R⁶)SO₂N(R⁶)-, or -C(R⁶)₂N(R⁶)CON(R⁶)-;

R² and R^{2'} are independently selected from -R, -T-W-R⁶, or R² and R^{2'} are taken together with their intervening atoms to form a fused, 5-8 membered, unsaturated or partially unsaturated, ring having 0-3 ring heteroatoms selected from nitrogen, oxygen, or sulfur, wherein each substitutable carbon on said fused ring formed by R² and R^{2'} is substituted by halo, oxo, -CN, -NO₂, -R⁷, or -V-R⁶, and any substitutable nitrogen on said ring formed by R² and R^{2'} is substituted by R⁴;

R³ is selected from -R, -halo, -OR, -C(=O)R, -CO₂R, -COCOR, -COCH₂COR, -NO₂, -CN, -S(O)R, -S(O)₂R, -SR, -N(R⁴)₂, -CON(R⁷)₂, -SO₂N(R⁷)₂, -OC(=O)R, -N(R⁷)COR, -N(R⁷)CO₂(C₁₋₆ aliphatic), -N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂, -C=N-OR, -N(R⁷)CON(R⁷)₂, -N(R⁷)SO₂N(R⁷)₂, -N(R⁴)SO₂R, or -OC(=O)N(R⁷)₂;

each R is independently selected from hydrogen or an optionally substituted group selected from C₁₋₆ aliphatic, C₆₋₁₀ aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 5-10 ring atoms;

each R⁴ is independently selected from -R⁷, -COR⁷, -CO₂(optionally substituted C₁₋₆ aliphatic), -CON(R⁷)₂, or -SO₂R⁷;

each R⁵ is independently selected from -R, halo, -OR, -C(=O)R, -CO₂R, -COCOR, -NO₂, -CN, -S(O)R, -SO₂R, -SR, -N(R⁴)₂, -CON(R⁴)₂, -SO₂N(R⁴)₂, -OC(=O)R, -N(R⁴)COR, -N(R⁴)CO₂(optionally substituted C₁₋₆ aliphatic), -N(R⁴)N(R⁴)₂, -C=NN(R⁴)₂, -C=N-OR, -N(R⁴)CON(R⁴)₂, -N(R⁴)SO₂N(R⁴)₂, -N(R⁴)SO₂R, or -OC(=O)N(R⁴)₂;

V is -O-, -S-, -SO-, -SO₂-, -N(R⁶)SO₂-, -SO₂N(R⁶)-, -N(R⁶)-, -CO-, -CO₂-, -N(R⁶)CO-, -N(R⁶)C(O)O-, -N(R⁶)CON(R⁶)-, -N(R⁶)SO₂N(R⁶)-, -N(R⁶)N(R⁶)-, -C(O)N(R⁶)-, -OC(O)N(R⁶)-, -C(R⁶)₂O-, -C(R⁶)₂S-, -C(R⁶)₂SO-, -C(R⁶)₂SO₂-, -C(R⁶)₂SO₂N(R⁶)-, -

$C(R^6)_2N(R^6)-$, $-C(R^6)_2N(R^6)C(O)-$, $-C(R^6)_2N(R^6)C(O)O-$, $-C(R^6)=NN(R^6)-$, $-C(R^6)=N-O-$,
 $-C(R^6)_2N(R^6)N(R^6)-$, $-C(R^6)_2N(R^6)SO_2N(R^6)-$, or $-C(R^6)_2N(R^6)CON(R^6)-$;

W is $-C(R^6)_2O-$, $-C(R^6)_2S-$, $-C(R^6)_2SO-$, $-C(R^6)_2SO_2-$, $-C(R^6)_2SO_2N(R^6)-$, $-C(R^6)_2N(R^6)-$, $-CO-$, $-CO_2-$, $-C(R^6)OC(O)-$, $-C(R^6)OC(O)N(R^6)-$, $-C(R^6)_2N(R^6)CO-$, $-C(R^6)_2N(R^6)C(O)O-$,
 $-C(R^6)=NN(R^6)-$, $-C(R^6)=N-O-$, $-C(R^6)_2N(R^6)N(R^6)-$, $-C(R^6)_2N(R^6)SO_2N(R^6)-$,
 $-C(R^6)_2N(R^6)CON(R^6)-$, or $-CON(R^6)-$;

each R^6 is independently selected from hydrogen or an optionally substituted C_{1-4} aliphatic

group, or two R^6 groups on the same nitrogen atom are taken together with the nitrogen atom to form a 5-6 membered heterocyclyl or heteroaryl ring; and

each R^7 is independently selected from hydrogen or an optionally substituted C_{1-6} aliphatic

group, or two R^7 on the same nitrogen are taken together with the nitrogen to form a 5-8 membered heterocyclyl or heteroaryl ring.

2. (previously presented) The compound according to claim 1, wherein one or more compound variables are selected from:

- (a) R^x and R^y are taken together with their intervening atoms to form a fused, unsaturated or partially unsaturated, 5-6 membered ring having 0-2 heteroatoms selected from oxygen, sulfur, or nitrogen, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by oxo, $T-R^3$, or $L-Z-R^3$, and any substitutable nitrogen on said ring formed by R^x and R^y is substituted by R^4 ;
- (b) R^1 is $T-(\text{Ring D})$, wherein T is a valence bond or a methylene unit;
- (c) Ring D is a 5-7 membered monocyclic ring or an 8-10 membered bicyclic ring selected from an aryl or heteroaryl ring;
- (d) R^2 is $-R$ or $-T-W-R^6$ and $R^{2'}$ is hydrogen; or R^2 and $R^{2'}$ are taken together to form an optionally substituted benzo ring; and
- (e) R^3 is selected from $-R$, $-\text{halo}$, $-\text{OR}$, or $-N(R^4)_2$.

3. (original) The compound according to claim 2, wherein:

- (a) R^x and R^y are taken together with their intervening atoms to form a fused, unsaturated or partially unsaturated, 5-6 membered ring having 0-2 heteroatoms selected from oxygen, sulfur, or nitrogen, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by oxo, $T-R^3$, or $L-Z-R^3$, and any substitutable nitrogen on said ring formed by R^x and R^y is substituted by R^4 ;
- (b) R^1 is $T-(\text{Ring D})$, wherein T is a valence bond or a methylene unit;
- (c) Ring D is a 5-7 membered monocyclic ring or an 8-10 membered bicyclic ring selected from an aryl or heteroaryl ring;
- (d) R^2 is $-R$ or $-T-W-R^6$ and $R^{2'}$ is hydrogen; or R^2 and $R^{2'}$ are taken together to form an optionally substituted benzo ring; and
- (e) R^3 is selected from $-R$, $-\text{halo}$, $-\text{OR}$, or $-\text{N}(\text{R}^4)_2$.

4. (previously presented) The compound according to claim 2, wherein one or more compound variables are selected from:

- (a) R^x and R^y are taken together to form a benzo, pyrido, cyclopento, cyclohexo, cyclohepto, thieno, piperidino, or imidazo ring;
- (b) R^1 is $T-(\text{Ring D})$, wherein T is a valence bond and Ring D is a 5-6 membered monocyclic ring or an 8-10 membered bicyclic ring selected from an aryl or heteroaryl ring;
- (c) R^2 is $-R$ and $R^{2'}$ is hydrogen, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring; and
- (d) R^3 is selected from $-R$, $-\text{halo}$, $-\text{OR}$, or $-\text{N}(\text{R}^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, or 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, and L is $-\text{O}-$, $-\text{S}-$, or $-\text{N}(\text{R}^4)-$.

5. (original) The compound according to claim 4, wherein:

- (a) R^x and R^y are taken together to form a benzo, pyrido, cyclopento, cyclohexo, cyclohepto, thieno, piperidino, or imidazo ring;

- (b) R^1 is T-(Ring D), wherein T is a valence bond and Ring D is a 5-6 membered monocyclic ring or an 8-10 membered bicyclic ring selected from an aryl or heteroaryl ring;
- (c) R^2 is -R and $R^{2'}$ is hydrogen, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring; and
- (d) R^3 is selected from -R, -halo, -OR, or $-N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, or 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, and L is -O-, -S-, or $-N(R^4)-$.

6. (previously presented) The compound according to claim 4, wherein one or more compound variables are selected from:

- (a) R^x and R^y are taken together to form a benzo, pyrido, piperidino, or cyclohexo ring;
- (b) R^1 is T-Ring D, wherein T is a valence bond and Ring D is a 5-6 membered aryl or heteroaryl ring;
- (c) R^2 is hydrogen or C_{1-4} aliphatic and $R^{2'}$ is hydrogen;
- (d) R^3 is selected from -R, -OR, or $-N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, and L is -O-, -S-, or -NH-; and
- (e) Ring D is substituted by up to three substituents selected from -halo, -CN, -NO₂, $-N(R^4)_2$, optionally substituted C_{1-6} aliphatic group, -OR, -C(O)R, -CO₂R, -CONH(R⁴), $-N(R^4)COR$, $-N(R^4)CO_2R$, $-SO_2N(R^4)_2$, $-N(R^4)SO_2R$, $-N(R^6)COCH_2N(R^4)_2$, $-N(R^6)COCH_2CH_2N(R^4)_2$, or $-N(R^6)COCH_2CH_2CH_2N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring.

7. (original) The compound according to claim 6, wherein:

- (a) R^x and R^y are taken together to form a benzo, pyrido, piperidino, or cyclohexo ring;
- (b) R^1 is T-Ring D, wherein T is a valence bond and Ring D is a 5-6 membered aryl or heteroaryl ring;
- (c) R^2 is hydrogen or C_{1-4} aliphatic and $R^{2'}$ is hydrogen;

- (d) R^3 is selected from $-R$, $-OR$, or $-N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, and L is $-O-$, $-S-$, or $-NH-$; and
- (e) Ring D is substituted by up to three substituents selected from $-halo$, $-CN$, $-NO_2$, $-N(R^4)_2$, optionally substituted C_{1-6} aliphatic group, $-OR$, $-C(O)R$, $-CO_2R$, $-CONH(R^4)$, $-N(R^4)COR$, $-N(R^4)CO_2R$, $-SO_2N(R^4)_2$, $-N(R^4)SO_2R$, $-N(R^6)COCH_2N(R^4)_2$, $-N(R^6)COCH_2CH_2N(R^4)_2$, or $-N(R^6)COCH_2CH_2CH_2N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring.

8. (original) The compound according to claim 1, wherein R^x and R^y are taken together with their intervening atoms to form a fused benzo ring, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by $T-R^3$, or $L-Z-R^3$.

9. (original) The compound according to claim 8, wherein:

- (a) R^1 is $T-(\text{Ring D})$, wherein T is a valence bond or a methylene unit;
- (b) Ring D is a 5-7 membered monocyclic or an 8-10 membered bicyclic aryl or heteroaryl ring;
- (c) R^2 is $-R$ or $-T-W-R^6$ and $R^{2'}$ is hydrogen; or R^2 and $R^{2'}$ are taken together to form an optionally substituted benzo ring; and
- (d) R^3 is selected from $-R$, $-halo$, $-OR$, or $-N(R^4)_2$.

10. (original) The compound according to claim 9, wherein:

- (a) R^1 is $T-(\text{Ring D})$, wherein T is a valence bond and Ring D is a 5-6 membered monocyclic ring or an 8-10 membered bicyclic ring selected from an aryl or heteroaryl ring;
- (b) R^2 is $-R$ and $R^{2'}$ is hydrogen, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring; and
- (c) R^3 is selected from $-R$, $-halo$, $-OR$, or $-N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, or 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, and L is $-O-$, $-S-$, or $-N(R^4)-$.

11. (original) The compound according to claim 10, wherein:

- (a) R^1 is T-Ring D, wherein T is a valence bond and Ring D is a 5-6 membered aryl or heteroaryl ring;
- (b) R^2 is hydrogen or C_{1-4} aliphatic and $R^{2'}$ is hydrogen;
- (c) R^3 is selected from -R, -OR, or $-N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, and L is -O-, -S-, or -NH-; and
- (d) Ring D is substituted by up to three substituents selected from -halo, -CN, -NO₂, $-N(R^4)_2$, optionally substituted C_{1-6} aliphatic group, -OR, -C(O)R, -CO₂R, -CONH(R⁴), $-N(R^4)COR$, $-N(R^4)CO_2R$, $-SO_2N(R^4)_2$, $-N(R^4)SO_2R$, $-N(R^6)COCH_2N(R^4)_2$, $-N(R^6)COCH_2CH_2N(R^4)_2$, or $-N(R^6)COCH_2CH_2CH_2N(R^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring.

12. (original) The compound according to claim 1, wherein R^x and R^y are taken together with their intervening atoms to form a fused, unsaturated or partially unsaturated, 5-7 membered ring having 0-3 ring heteroatoms selected from oxygen, sulfur, or nitrogen, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by oxo, $T-R^3$, or $L-Z-R^3$, and any substitutable nitrogen on said ring formed by R^x and R^y is substituted by R^4 ; provided that said fused ring formed by R^x and R^y is other than benzo.

13. (original) The compound according to claim 12, wherein:

- (a) R^x and R^y are taken together with their intervening atoms to form a fused, unsaturated or partially unsaturated, 5-6 membered ring having 1-2 heteroatoms selected from oxygen, sulfur, or nitrogen, or a partially unsaturated 6-membered carbocyclo ring, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by oxo, $T-R^3$, or $L-Z-R^3$, and any substitutable nitrogen on said ring formed by R^x and R^y is substituted by R^4 ;
- (b) R^1 is T-(Ring D), wherein T is a valence bond or a methylene unit, and Ring D is a 5-7 membered monocyclic or an 8-10 membered bicyclic aryl or heteroaryl ring;

- (c) R^2 is $-R$ or $-T-W-R^6$ and $R^{2'}$ is hydrogen; or R^2 and $R^{2'}$ are taken together to form an optionally substituted benzo ring; and
- (d) R^3 is selected from $-R$, $-\text{halo}$, $-\text{OR}$, or $-\text{N}(\text{R}^4)_2$.

14. (previously presented) The compound according to claim 13, wherein:

- (a) R^x and R^y are taken together to form a pyrido, cyclopento, cyclohexo, cyclohepto, thieno, piperidino, or imidazo ring, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by oxo, T-R^3 , or L-Z-R^3 , and any substitutable nitrogen on said ring formed by R^x and R^y is substituted by R^4 ;
- (b) R^1 is $\text{T}-(\text{Ring D})$, wherein T is a valence bond and Ring D is a 5-6 membered monocyclic ring or an 8-10 membered bicyclic ring selected from an aryl or heteroaryl ring;
- (c) R^2 is $-R$ and $\text{R}^{2'}$ is hydrogen, wherein R is selected from hydrogen, C_{1-6} aliphatic, phenyl, a 5-6 membered heteroaryl ring, or a 5-6 membered heterocyclic ring; and
- (d) R^3 is selected from $-R$, $-\text{halo}$, $-\text{OR}$, or $-\text{N}(\text{R}^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, or 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, and L is $-\text{O}-$, $-\text{S}-$, or $-\text{N}(\text{R}^4)-$.

15. (original) The compound according to claim 14, wherein:

- (a) R^x and R^y are taken together to form a pyrido, piperidino, or cyclohexo ring, wherein any substitutable carbon on said fused ring formed by R^x and R^y is substituted by oxo, T-R^3 , or L-Z-R^3 , and any substitutable nitrogen on said ring formed by R^x and R^y is substituted by R^4 ;
- (b) R^1 is T-Ring D , wherein T is a valence bond and Ring D is a 5-6 membered aryl or heteroaryl ring;
- (c) R^2 is hydrogen or C_{1-4} aliphatic and $\text{R}^{2'}$ is hydrogen;
- (d) R^3 is selected from $-R$, $-\text{OR}$, or $-\text{N}(\text{R}^4)_2$, wherein R is selected from hydrogen, C_{1-6} aliphatic, 5-6 membered heterocyclyl, phenyl, or 5-6 membered heteroaryl, and L is $-\text{O}-$, $-\text{S}-$, or $-\text{NH}-$; and
- (e) Ring D is substituted by up to three substituents selected from $-\text{halo}$, $-\text{CN}$, $-\text{NO}_2$, $-\text{N}(\text{R}^4)_2$, optionally substituted C_{1-6} aliphatic group, $-\text{OR}$, $-\text{C}(\text{O})\text{R}$, $-\text{CO}_2\text{R}$, -

CONH(R⁴), -N(R⁴)COR, -N(R⁴)CO₂R, -SO₂N(R⁴)₂, -N(R⁴)SO₂R,
 -N(R⁶)COCH₂N(R⁴)₂, -N(R⁶)COCH₂CH₂N(R⁴)₂, or -N(R⁶)COCH₂CH₂CH₂N(R⁴)₂,
 wherein R is selected from hydrogen, C₁₋₆ aliphatic, phenyl, a 5-6 membered
 heteroaryl ring, or a 5-6 membered heterocyclic ring.

16. (original) A compound selected from the group consisting of:

- (2-[(2-Hydroxyethyl)phenylamino]-quinazolin-4-yl)-(5-methyl-2H-pyrazol-3-yl)-amine;
- [2-(Methylphenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
- (5-methyl-2H-pyrazol-3-yl)-[2-[N-methyl-N-(pyridin-3-ylmethyl)amino]-quinazolin-4-yl]-amine;
- (5-Methyl-2H-pyrazol-3-yl)-(2-phenylamino-quinazolin-4-yl)-amine;
- (2-Benzylamino-quinazolin-4-yl)-(5-methyl-2H-pyrazol-3-yl)-amine;
- (2-Cyclohexylamino-quinazolin-4-yl)-(5-methyl-2H-pyrazol-3-yl)-amine;
- [2-(2,3-Dihydrobenzo[1,4]dioxin-6-ylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
- (2-Cyclohexylmethylamino-quinazolin-4-yl)-(5-methyl-2H-pyrazol-3-yl)-amine;
- [2-(1H-Indazol-6-ylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
- (5-Methyl-2H-pyrazol-3-yl)-[2-(pyridin-3-ylmethylamino)-quinazolin-4-yl]-amine;
- [2-(3-Chlorophenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
- [2-(4-Chlorophenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
- [2-(4-Fluorobenzylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
- [2-[2-(2-Hydroxyethyl)phenylamino]-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
- [2-(4-Cyanomethylphenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
- [2-(3-Hydroxymethylphenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
- [2-(3-Hydroxyphenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
- (5-Cyclopropyl-2H-pyrazol-3-yl)-(2-phenylamino-quinazolin-4-yl)-amine;
- (5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(3-methylphenylamino)-quinazolin-4-yl]-amine;
- (5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(6-methoxypyridin-3-ylamino)-quinazolin-4-yl]-amine;
- (5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(indan-5-ylamino)-quinazolin-4-yl]-amine;
- (5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(1H-indol-5-ylamino)-quinazolin-4-yl]-amine;

[2-(4-Acetamido-3-methylphenylamino)-quinazolin-4-yl]-(5-cyclopropyl-2H-pyrazol-3-yl)-amine;

[2-(4-Chloro-3-methylphenylamino)-quinazolin-4-yl]-(5-cyclopropyl-2H-pyrazol-3-yl)-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(4-ethylphenylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(4-propylphenylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(4-(2-hydroxyethyl)phenylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-(2-phenethylamino-quinazolin-4-yl)-amine;

[2-(2-Cyclohexylethylamino)-quinazolin-4-yl]-(5-cyclopropyl-2H-pyrazol-3-yl)-amine;

[2-(4-Carboxymethoxyphenylamino)-quinazolin-4-yl]-(5-cyclopropyl-2H-pyrazol-3-yl)-amine;

[2-(4-Cyanomethylphenylamino)-quinazolin-4-yl]-(5-cyclopropyl-2H-pyrazol-3-yl)-amine;

[2-(Benzothiazol-6-ylamino)-quinazolin-4-yl]-(5-cyclopropyl-2H-pyrazol-3-yl)-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(3,4-dimethylphenylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(2-phenoxyethylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(thiophen-2-methylamino)-quinazolin-4-yl]-amine;

[2-(4-Carboxymethylphenylamino)-quinazolin-4-yl]-(5-cyclopropyl-2H-pyrazol-3-yl)-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(1H-indazol-5-ylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(pyridin-3-ylmethylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(3-methoxycarbonylphenylamino)-quinazolin-4-yl]-amine;

[2-(3-Carboxyphenylamino)-quinazolin-4-yl]-(5-cyclopropyl-2H-pyrazol-3-yl)-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(3-ethylphenylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(2,3-dimethylphenylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(3,4-dimethoxyphenylamino)-quinazolin-4-yl]-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(3-methoxyphenylamino)-quinazolin-4-yl]-amine;

(5-Methyl-2H-pyrazol-3-yl)-(2-phenylamino-5,6,7,8-tetrahydroquinazolin-4-yl)-amine;

[2-(Biphenyl-3-ylamino)-quinazolin-4-yl]-(5-cyclopropyl-2H-pyrazol-3-yl)-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(3-phenylprop-1-ylamino)-quinazolin-4-yl]-amine;

[2-(4-acetamido-3-methylphenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;

(5-Cyclopropyl-2H-pyrazol-3-yl)-[2-(indan-2-ylamino)-quinazolin-4-yl]-amine;
[2-(3-Methylphenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
[2-(2-Chloro-5-methylphenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
(5-Cyclopropyl-2H-pyrazol-3-yl)-[2-[4-(morpholin-1-yl)phenylamino]-quinazolin-4-yl]-
amine;
[2-(Benzothiazol-6-ylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
[2-(3,4-Dimethylphenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
[2-(3-Ethylphenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
[2-(3-Methoxyphenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
[2-(4-Acetamido-3-cyanophenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine ;
[2-(2-Methoxybiphenyl-5-ylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
[2-(4-Acetamidophenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
[2-(4-*tert*-Butoxycarbonylamino-phenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-
amine;
[2-(4-Cyanophenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
(5-Methyl-2H-pyrazol-3-yl)-[2-(6-oxo-6,10b-dihydro-4aH-benzo[c]chromen-2-ylamino)-
quinazolin-4-yl]-amine;
[2-(Biphenyl-3-ylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
[2-(4-Methoxycarbonylmethyl-3-methylphenylamino)-quinazolin-4-yl]-(5-methyl-2H-
pyrazol-3-yl)-amine;
[2-(4-Carboxymethyl-3-methylphenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-
amine;
[2-(4-Aminophenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
[2-(4-Bromophenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
[2-(4-Isobutylamino-phenylamino)-quinazolin-4-yl]-(5-methyl-2H-pyrazol-3-yl)-amine;
(5-Ethyl-2H-pyrazol-3-yl)-[2-(5-ethyl-2H-pyrazol-3-ylamino)-quinazolin-4-yl]-amine;
(1H-Indazol-3-yl)-(2-phenylamino-quinazolin-4-yl)-amine;
(1H-Indazol-3-yl)-[2-(3-trifluoromethylphenylamino)-quinazolin-4-yl]-amine;
(1H-Indazol-3-yl)-[2-(4-trifluoromethylphenylamino)-quinazolin-4-yl]-amine;
[2-(Adamantan-2-ylamino)-quinazolin-4-yl]-(1H-indazol-3-yl)-amine;
(1H-Indazol-3-yl)-(2-methyl-phenyl-amino-quinazolin-4-yl)-amine;

[2-(2-Chloro-phenyl)-amino-quinazolin-4-yl]-(1*H*-indazol-3-yl)-amine;
 (1*H*-Indazol-3-yl)-[2-(2-trifluoromethylphenylamino)-quinazolin-4-yl]-amine;
 [2-(4-Cyanomethylphenylamino)-quinazolin-4-yl]-(1*H*-indazol-3-yl)-amine;
 [2-(4-Chlorophenylamino)-5,6,7,8-tetrahydroquinazolin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;
 (5-Methyl-2*H*-pyrazol-3-yl)-(2-phenylamino-6,7,8,9-tetrahydro-5*H*-cycloheptapyrimidin-4-yl)-amine;
 [2-(Benzimidazol-2-ylamino)-7-benzyl-5,6,7,8-tetrahydro-pyrido[3,4-*d*]pyrimidin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;
 (7-Benzyl-2-phenylamino-5,6,7,8-tetrahydro-pyrido[3,4-*d*]pyrimidin-4-yl)-(5-methyl-2*H*-pyrazol-3-yl)-amine;
 [6-Benzyl-2-(4-chlorophenylamino)-5,6,7,8-tetrahydro-pyrido[4,3-*d*]pyrimidin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;
 [2-(Benzimidazol-2-ylamino)-6-benzyl-5,6,7,8-tetrahydro-pyrido[4,3-*d*]pyrimidin-4-yl]-(5-methyl-2*H*-pyrazol-3-yl)-amine;
 (6-Benzyl-2-phenylamino-5,6,7,8-tetrahydro-pyrido[4,3-*d*]pyrimidin-4-yl)-(5-methyl-2*H*-pyrazol-3-yl)-amine;
 (5-Methyl-2*H*-pyrazol-3-yl)-(2-phenylamino-5,6,7,8-tetrahydro-pyrido[3,4-*d*]pyrimidin-4-yl)-amine;
 [2-(4-Cyanomethylphenylamino)-quinazolin-4-yl]-(1*H*-pyrazolo[3,4-*b*]pyridin-3-yl)-amine;
 [2-(4-Cyanobenzylamino)-quinazolin-4-yl]-(1*H*-pyrazolo[3,4-*b*]pyridin-3-yl)-amine;
 [2-(4-Cyanomethylphenylamino)-quinazolin-4-yl]-(4-fluoro-1*H*-indazol-3-yl)-amine;
 [2-(4-Cyanophenylamino)-quinazolin-4-yl]-(1*H*-indazol-3-yl)-amine; and
 [2-(4-Cyanobenzylamino)-quinazolin-4-yl]-(1*H*-indazol-3-yl)-amine.

17. (original) A composition comprising a compound according to any one of claims 1-16, and a pharmaceutically acceptable carrier.

18. (currently amended) The composition according to claim 17, further comprising an additional therapeutic agent formulated with the compound ~~according to any one of claims 1-16~~ and the pharmaceutically acceptable carrier.

19. (original) A method of inhibiting Aurora-2, GSK-3, Src, ERK-2, or AKT activity in a biological sample comprising the step of contacting said biological sample with a compound according to any one of claims 1-16.
20. (original) A method of inhibiting Aurora-2 activity in a patient comprising the step of administering to said patient a composition according to claim 17.
21. (original) A method of inhibiting Aurora-2 activity in a patient comprising the step of administering to said patient a composition according to claim 18.
22. (cancelled).
23. (previously presented) A method of treating a disease selected from colon, breast, stomach, or ovarian cancer comprising administering to a patient in need of such treatment a therapeutically effective amount of a composition according to claim 17.
24. (original) The method according to claim 23, wherein said method further comprises administering an additional therapeutic agent.
25. (original) The method according to claim 24, wherein said additional therapeutic agent is a chemotherapeutic agent.
26. (original) A method of inhibiting GSK-3 activity in a patient comprising the step of administering to said patient a composition according to claim 17.
27. (original) A method of inhibiting GSK-3 activity in a patient comprising the step of administering to said patient a composition according to claim 18.
28. (cancelled).

29. (cancelled).

30. (previously presented) The method according to claim 29, wherein the disease is diabetes.

31. (original) A method of enhancing glycogen synthesis or lowering blood levels of glucose in a patient in need thereof, which method comprises administering to said patient a therapeutically effective amount of a composition according to claim 17.

32. (cancelled).

33. (cancelled).

34. (original) A method of inhibiting Src activity in a patient comprising the step of administering to said patient a composition according to claim 17.

35. (cancelled).

36. (original) A method of inhibiting ERK-2 activity in a patient comprising the step of administering to said patient a composition according to claim 17.

37. (cancelled).

38. (original) A method of inhibiting AKT activity in a patient comprising the step of administering to said patient a composition according to claim 17.

39. (cancelled).